

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF NEXIENT LEARNING INC. AND NEXIENT LEARNING CANADA INC.

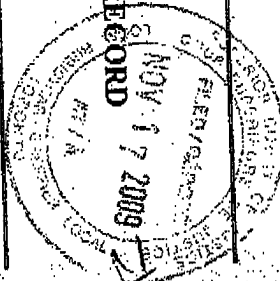
Court File No. **19 NOV 2009** CV-09-8257-0001

Nov 19/09

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings Commenced at Toronto

MOTION RECORD



6. Benchettt for Nextent.
17. Forster for Transistar
M. Smith for Ethanol.
C. Francis & } for ESE International.
D. Williamson }

The reason to follow, Transit Period
and 8th Period, scheduled to December 1/09

George Benchettt

Nov 20/09 (1)

The Applicants move to extend
the Transistar Period at and
the 8th Period to June 11/2010

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Nextent Learning Canada Inc.

(2)

The Applicants take the position that certain transition issues have not been completely resolved and an extension of the Stay Period is required to allow for a ~~definitive~~ completion of the transition of the Applicants' businesses to Global Knowledge. In addition, the Applicants and Global Knowledge have brought motions seeking relief against ESI International ("ESI") arising from contracts between ESI and the Applicants which the Applicants and Global submit were assignable to Global under the APN. The Applicants contend that an extension of the Stay Period is required pending a determination

(3)

of ~~these~~ on those matters.

ESI takes the position that the matter is being brought for a collective purpose, namely to benefit Global in its competitive position vis a vis

ESI. Details of the argument are set out in the ESI petition.

It seems to me that the issues relating to the Transition and Occupancy Services Agreement which ^{defines} ~~defines~~ the Transition Period are intertwined with issues involved in the CCA

proceedings. To a large extent they involve a dispute as between

ESI and Global. The issues are

not new. They ~~surfaced~~ surfaced shortly after the CCA filing, and

the issues are coming before the Court
for a full day hearing on November 30, 2009.

The hearing is expected to address
issues arising out of the relationships
between the Applicants and blocked
on one side and ESI on the other.

In light of the fact that the
hearing is taking place in the
near future, I am reluctant to
repose the requested relief as this
could alter the "playing field" in
my view it would be preferable
to have the outstanding issues determined
on the merits as opposed to partially
addressing ~~the~~ ^{the issues on} an extensive motion.

Having reviewed the record I am
satisfied that a short extensive

is appropriate. I accept the Plaintiff's
statements that the Defendants are acting
in good faith and with due diligence.
An order shall issue extending the
Transcript Period and the Stay Period
to December 4, 2009. The consideration
of the request to approve the
6th Report of the Plaintiff is
deferred until the next court
hearing addressing the CCA proceedings.

[subject to
edit if
typed]

[Signature]